

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / CHECK BOX IF NO
LONGER SUBJECT TO
SECTION 16. FORM 4
OR FORM 5 OBLIGATIONS
MAY CONTINUE. SEE
INSTRUCTION 1(b).

Filed pursuant to Section 16(a) of the Securities
Exchange Act of 1934, Section 17(a) of the
Public Utility Holding Company Act of 1935
or Section 30(f) of the Investment Company
Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person to Issuer (Check all applicable)	
Benton, David H., Jr.			Progress Software Corporation PRGS		Director 10% Owner	
(Last)	(First)	(Middle)	3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)		4. Statement for Month/Year	
14 Oak Park					12/31/2000	
(Street)					5. If Amendment, Date of Original (Month/Year)	
Bedford	MA	01730			Vice President & Corporate Controller	
(City)	(State)	(Zip)			7. Individual or Joint/Group Filing (Check applicable line)	
USA					<input checked="" type="checkbox"/> Form filed by one Reporting Person <input type="checkbox"/> Form filed by more than one Reporting Person	

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Interest: Direct Beneficial Ownership (Instr. 4)
		Code V	Amount (A) or Price (D)			
Common Stock				4,301(1)	D	

*If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Over)

(Print or Type Response)

FORM 4 (CONTINUED)

TABLE II -- DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date		
Incentive Stock Option	\$5.6667(2)	1/21/00	J(2)	V	1,950(2)		7/01/94(3)	6/21/04	Common Stock	1,950(2)
Incentive Stock Option	\$7.2084(2)	1/21/00	J(2)	V	2,640(2)		3/01/95(5)	1/11/05	Common Stock	2,640(2)
Incentive Stock Option	\$7.2084(2)	1/21/00	J(2)	V	1,320(2)		3/01/95(5)	5/12/05	Common Stock	1,320(2)
Incentive Stock Option	\$4.5000(2)	1/21/00	J(2)	V	5,500(2)		3/01/96(8)	4/02/06	Common Stock	5,500(2)
Incentive Stock Option	\$5.7934(2)	1/21/00	J(2)	V	3,450(2)		1/01/97(10)	12/3/06	Common Stock	3,450(2)
Incentive Stock Option	\$4.7084(2)	1/21/00	J(2)	V	6,000(2)		4/01/98(12)	3/03/07	Common Stock	6,000(2)
Incentive Stock Option	\$7.2084(2)	1/21/00	J(2)	V	7,500(2)		3/01/98(14)	2/03/08	Common Stock	7,500(2)
Incentive Stock Option	\$12.8125(2)	1/21/00	J(2)	V	4,800(2)		3/01/99(16)	2/10/09	Common Stock	4,800(2)
Incentive Stock Option	\$10.4688(2)	1/21/00	J(2)	V	1,200(2)		3/01/99(16)	5/17/09	Common Stock	1,200(2)
Incentive Stock Option	\$19.2500	2/18/00	A	V	9,300		3/01/00(19)	2/18/10	Common Stock	9,300
Nonqualified Stock Option	\$19.2500	2/18/00	A	V	5,700		3/01/00(19)	2/18/10	Common Stock	5,700
Nonqualified Stock Option	\$12.0625	10/6/00	A	V	15,000		10/6/00(22)	10/6/10	Common Stock	15,000

1. Title of Derivative Security (Instr. 3)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Incentive Stock Option	3,900(4)	D	
Incentive Stock Option	5,280(6)	D	
Incentive Stock Option	2,640(7)	D	
Incentive Stock Option	11,000(9)	D	
Incentive Stock Option	6,900(11)	D	
Incentive Stock Option	12,000(13)	D	
Incentive Stock Option	15,000(15)	D	
Incentive Stock Option	9,600(17)	D	
Incentive Stock Option	2,400(18)	D	
Incentive Stock Option	9,300(20)	D	
Nonqualified Stock Option	5,700(21)	D	
Nonqualified Stock Option	15,000(23)	D	

Explanation of Responses:

(1) On December 17, 1999, the Company declared a 2-for-1 stock split effected in the form of a stock dividend payable to holders of record of common stock on January 7, 2000. On the payment date, January 21, 2000, each holder of the common stock of the Company received one additional share of common stock of the

Company for every share held. Table 1 reflects an adjustment to the number of shares of common stock held by the reporting person as a result of the stock split. It also includes purchases made in the last year pursuant to the Employee Stock Purchase plan: 1,386 shares on 4/3/00, 665 shares on 7/3/00, and 134 shares on 10/2/00. (2) On the payment date of January 21, 2000, pursuant to the anti-dilution provisions in the Company's stock option plans, each option granted by the Company prior to January 7, 2000, was adjusted to reflect the stock split effected in the form of a stock dividend. Each of the options reported herein were previously reported. The adjustments in Table II involved the price of each option, the number of shares underlying such options, and the number of derivative securities beneficially owned at the end of the month. (3) Options vest in equal monthly increments over a 72 month period commencing July 1, 1994. (4) On 12/31/2000, options to purchase 3,683 shares were vested. (5) Options vest in equal monthly increments over a 48 month period commencing March 1, 1995. (6) On 12/31/2000, options to purchase 5,280 shares were vested. (7) On 12/31/2000, options to purchase 2,640 shares were vested. (8) Options vest in equal monthly increments over a 48 month period commencing March 1, 1996. (9) On 12/31/2000, options to purchase 1,000 shares were vested. (10) Options vest in equal monthly increments over a 48 month period commencing January 1, 1997. (11) On 12/31/2000, options to purchase 2,900 shares were vested. (12) Options vest in equal monthly increments over a 48 month period commencing April 1, 1998. (13) On 12/31/2000, options to purchase 5,200 shares were vested. (14) Options vest in equal monthly increments over a 60 month period commencing March 1, 1998. (15) On 12/31/2000, options to purchase 8,500 shares were vested. (16) Options vest in equal monthly increments over a 60 month period commencing March 1, 1999. (17) On 12/31/2000, options to purchase 3,521 shares were vested. (18) On 12/31/2000, options to purchase 880 shares were vested. (19) Options vest in equal monthly increments over a 60 month period commencing March 1, 2000. (20) On 12/31/2000, options to purchase 1,550 shares were vested. (21) On 12/31/2000, options to purchase 950 shares were vested. (22) The options vest on the date of grant with respect to eight-sixtieths of the total amount, thereafter in equal monthly installments over a 52 month period commencing November 1, 2000. (23) On 11/30/2000, options to purchase 2,500 shares were vested.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ David H. Benton, Jr. 1/9/01

**Signature of Reporting Person Date
/s/ David H. Benton, Jr.

Note. File three copies of this form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.